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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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04 MAY 18 AM 11:30

DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

AL

bg telecom, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

FOR

BG TELECOM, LLC

2004 MAY 18 A 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

BG TELECOM, LLC

ARTICLE 1. - ADDRESS

The mailing address and street address of the principal office of the Company is:
210 SW 15 Road, Miami, Florida 33129.

ARTICLE II. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE III. - MANAGEMENT

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

Luis R. Boschetti
2901 SW 8 Street, Suite 204
Miami, Florida 33135

and

Adrian Galdo
210 SW 15 Road
Miami, Florida 33129

ARTICLE IV. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

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ARTICLE V. • MEMBERS RIGHTS TO CONTINUE BUSINESS

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The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all of the Membership interests to continue to conduct the business of the Company under the Company's name.



Signature of a member or an authorized representative of a member

(In accordance with section 603.402(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

TOTAL P.04

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

2004 MAY 18 A 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

BG TELECOM, LLC

2. The name and the Florida street address of the registered agent are:

ADRIAN GALDO

NAME:

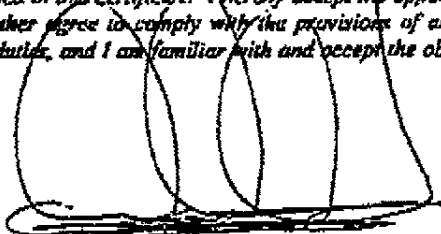
210 SW 15 ROAD

Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33129

CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SIGNATURE:

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